

BHARAT NIDHI LIMITED

CIN No. L74899DL1942PLC000644

Regd. Office: First Floor, Express Building, 9-10, Bahadur Shah Zafar Marg, New Delhi-110 002
Phone No. 011- 43562982, Website : www.bharatnidhi.com E-Mail ID:- bharatnidhi1@gmail.com

POSTAL BALLOT NOTICE

[PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014]

**To,
The Shareholders,
Bharat Nidhi Limited**

NOTICE is hereby given that pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the “Act”) read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s), or re-enactment thereof for the time being in force) and other applicable laws, rules and regulations, if any, M/s Bharat Nidhi Limited (the “Company”) hereby seeks your approval by way of passing of Special Resolution through Postal Ballot/e-voting in respect of the following special business:

Detailed explanatory statement setting out the material facts concerning the resolution and a Postal Ballot Form along with instructions for e-voting are annexed to the Notice of Postal Ballot/e-voting (the “Notice”).

SPECIAL BUSINESS:

Amendment of the Object Clause of the Memorandum of Association of the Company

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules and regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such approvals and permissions as and to the extent necessary, approval of the shareholders of the Company be and is hereby accorded for effecting the following amendments in the existing Object Clause i.e. clause number 3 of the Memorandum of Association (the “MOA”) of the Company by insertion/ substitution of certain clauses in the following manner:

- (i) The Object Clause i.e. clause number 3 of the Memorandum of Association of the Company shall be divided into two parts i.e. Clause No. 3 (a) and Clause No. 3 (b) as under:
 - 3(a) “The Objects to be pursued by the Company are as under:”
 - 3(b) “Matters which are necessary for furtherance of the objects specified in clause 3(a) are as under:”
- (ii) Following sub-clauses shall be inserted in Clause 3(a) of the Memorandum of Association as sub-clause(s) number 1, 2 and 3 respectively:
 1. *To own, undertake, operate and carry on the business as trader, seller, purchaser, dealer, distributor, stockist, agent, publisher, printer, photocopier, owner, proprietor, importer, exporter, copyright owner of daily, bi-weekly, weekly, fortnightly, monthly, occasional, special, morning, afternoon, evening news papers, weekly, fortnightly, monthly, quarterly, annually magazines, journals, books, periodicals, stationery, registers, pamphlets, posters, diaries and other literary work and to work as publicity/ advertising agent.*
 2. *To establish, run and maintain sales and marketing offices for popularizing the use of, creating markets for and for effecting sales of any publication of any person, firm, company, institution or association.*
 3. *To undertake or arrange for the writing, printing and publication of newspapers or pamphlets, books, magazines, journals relating to trade, commerce, industry, agriculture, banking, insurance, investment, taxation, finance, economics, law and other subjects.*
- (iii) Existing sub-clauses no. (a) to (r) except sub-clause no. (h) and (i) of Clause No. 3 of the Memorandum of Association shall be shifted under Clause 3(b) as sub-clause no. 1 to 19 respectively.

- (iv) After sub-clause no. 19 of the Clause No. 3(b), the following sub-clauses shall be inserted as sub-clause no. 20, 21 and 22 respectively:

20. To act as advertising and media agents, consultants and to produce and procure advertising and other publicity and promotion materials in furtherance of the main object of the Company.

21. To enter into agreements with and employ such sales persons, distributors, accountants, lawyers, consultants, servants, workmen, printers and such other persons qualified, experienced or engaged in the concerned technology or trade as may be necessary or experienced in conducting any part of the business of the Company.

22. To adopt such means of making known the business of the Company as may seem expedient and in particular by advertising in the press, by circulars, by an exhibition of works of art or interest, by publication of books and periodicals.

- (v) Existing sub-clause number '(s)' of Clause No. 3 of the Memorandum of Association shall be shifted under Clause 3(b) as sub-clause no. 23.

RESOLVED FURTHER THAT all the Directors, Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as they may deem necessary, to settle any questions, difficulties or doubts that may arise in this regard.

By Order of the Board
For **Bharat Nidhi Limited**

Sd/-

Amita Gola

(Company Secretary)

M.No. FCS 5318

Address: First Floor, Express building

9-10, Bahadurshah Zafar Marg, New Delhi-110002

Place: New Delhi

Date: February 12, 2019

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out the material facts in respect of the business specified above and reasons for the proposed Special Resolution is annexed hereto along with the Postal Ballot Form for your consideration.
2. In accordance with Section 110 of the Companies Act, 2013, the item of business set out in the Notice is proposed to be passed through Postal Ballot, instead of getting it passed at a general meeting. Accordingly, your approval is sought for the resolution contained in this Notice through postal ballot, with an option of remote e-voting.
3. The Board of Directors at their Meeting held on February 12, 2019 has appointed M/s Mohit Bansal & Associates, Company Secretaries (Membership No. ACS 46112, CP No. 16860), as the Scrutinizer to conduct the voting through postal ballot as well as remote e-voting in accordance with law and in a fair and transparent manner.
4. The Scrutinizer shall after the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses who are not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against the proposed Special Resolution as the case may be.
5. The Scrutinizer will submit his report in writing after completion of scrutiny of postal ballot forms received.
6. The results shall be declared not later than the close of working hours on Monday, May 20, 2019 at the Registered Office of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website viz. www.bharatnidhi.com and on the website of CDSL viz., www.evotingindia.com The date of passing of the special resolution shall be the last date specified (i.e. Wednesday, May 15, 2019) for receipt of duly completed postal ballot forms or e-voting.
7. Only a member who is entitled to vote is entitled to exercise his/her/its vote through postal ballot or e-voting. Voting rights of every member shall be reckoned on the paid-up value of equity shares whose names shall appear in the Register of Members as on March 31, 2019, and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.
8. The Postal Ballot Notice is being sent to all the Members of the Company, whose names appear in the Register of Members and the list of beneficial owners as on the cut -off date i.e. March 31, 2019.
9. In accordance with the provisions of Section 110 of the Act and the postal ballot rules, notice of the postal ballot may be served on the members through electronic means. Members, who have registered their e-mail ids with the Company or their Depository Participants, are being sent this Notice of Postal Ballot by email and the members who have not registered their email ids will be sent the Notice of Postal Ballot along with the Postal Ballot Form by registered post, speed post or courier. Members who have received the Postal Ballot Notice by email and who wish to vote through Physical Ballot Form, can download the Postal Ballot Form from the website of the Company at the link www.bharatnidhi.com or seek physical Postal Ballot Form from the Registered Office of the Company, fill in the relevant details and send it to the Scrutinizer.
10. A Postal Ballot Form and a self-addressed pre-paid postage envelope are attached to this Notice. The self-addressed pre-paid postage envelope bears the address to which duly completed Postal Ballot Form are to be sent by the shareholders.
11. No member can vote both, by post and e-voting, and if he votes, by both means, his vote by post shall be treated as invalid.
12. The date of dispatch of the notice of postal ballot will be announced through advertisements in at least 1 (one) English newspaper and 1 (one) Hindi newspaper, each with wide circulation in New Delhi, where the Registered Office of the Company is situated.
13. The shareholders are requested to carefully read the instructions and the notes and either: a) return the form duly completed in the attached self-addressed pre-paid postage envelope (the "Envelope"); or b) vote by electronic means in the manner set out herein, in each case, so as to ensure that the duly completed and signed ballot forms reach the Scrutinizer on or before Wednesday, May 15, 2019.
14. The Postal Ballot Notice shall be uploaded on the Company's website viz., www.bharatnidhi.com and on the website of CSDL viz., www.evotingindia.com.
15. The decision of the Scrutinizer on the validity of the votes cast through the postal ballot and remote e-voting and any other matter in this regard shall be final and binding.
16. The Special Resolution passed by the Members through Postal Ballot is deemed to have been passed as if that has been passed at a General Meeting of the Members.
17. Relevant documents, if any, referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days during business hours upto the date of announcement of the results of the Postal Ballot.

18. **Instructions for casting votes using the Postal Ballot Form are furnished along with the postal ballot form.**

19. **Voting through electronic means**

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically. Members have option to vote either through e-voting or through the Postal Ballot Form.

The instructions for e – voting are as under:

(i) The remote e-voting period commences on Tuesday, April 16, 2019 (9.00 a.m. IST) and ends on Wednesday, May 15, 2019 (5.00 p.m. IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date i.e. March 31, 2019 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast and confirmed by the Member, he/she shall not be allowed to change it subsequently.

(i) The Shareholders should log on to the e-voting website (www.evotingindia.com) during the voting period.

(iii) Click on “Shareholders / Members” tab.

A. Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company

B. Next enter the Image Verification as displayed and Click on Login.

C. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

D. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on the Covering Letter enclosed with the Annual Report. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

E. After entering these details appropriately, click on “SUBMIT” tab.

F. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

G. For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.

H. Click on the EVSN for the relevant “Company Name”, i.e. **Bharat Nidhi Limited** on which you choose to vote.

I. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- J. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- K. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- L. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- M. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- N. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- O. Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com
20. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

EXPLANATORY STATEMENT
[PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013]

Amendment of the Object Clause of the Memorandum of Association of the Company

Presently, Bharat Nidhi Ltd. is registered as a Non-Banking Financial Company (NBFC) with Reserve Bank of India (RBI). It was granted a Certificate on Registration (CoR) by RBI on 14.10.2002. RBI Regulations require a company to meet the following criteria to retain its status as an NBFC with RBI:

1. Net Owned Fund should be at least of Rs. 2.00 Crores.
2. Financial assets constitute more than 50% of its total assets – financial assets in the context of NBFC regulations refers to investments in mutual funds, loans and advances, bonds & debentures, equity investments and the like but does not include fixed deposits (FDs) with banks, cash and bank balances which are considered as non-financial assets.
3. Income from financial assets i.e. financial income constitute at least 50% of its total gross income.

The Company is meeting the criteria of net owned funds and %age of financial assets over total assets. However, since the Company is engaged in the business of trading of newspapers and magazines, it is not able to meet the required criteria of minimum 50% of financial income of its total income.

Accordingly, in view of the above, the Company had applied for cancellation of CoR with RBI on a voluntarily basis during the month of October, 2014.

In order to facilitate surrender of the CoR by the Company, RBI has advised the Company to amend its Object Clause of Memorandum of Association (MOA) by shifting the sub-clauses relating to financial activity from main object to incidental objects.

Accordingly, the Board of Directors of the Company in its Meeting held on February 12, 2019 has approved, subject to the approval of the shareholders, amendment in Object Clause 3 of the MOA of the Company in the manner as set out in the Special Resolution in this Notice. The Board has also approved to streamline and align the existing Object Clause of the MOA of the Company as per the provisions of the Companies Act, 2013 (the 'Act').

Pursuant to the provisions of Sections 13, 110 and all other applicable provisions of the Act, read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), amendment of the Object Clause of the MOA of the Company requires the approval of the shareholders by means of a Special Resolution which may be passed through Postal Ballot.

The copy of Memorandum of Association of the Company and relevant documents are open for inspection by the members at the Registered Office of the Company on all working days during business hours up to and including the last date of voting through Postal Ballot/e-voting.

Members are requested to communicate their assent/dissent in writing in Postal Ballot Form attached herewith or through remote e-voting after carefully reading out the instructions set out therein. Please note that the duly completed and signed postal ballot form should be sent to the Scrutinizer appointed by the Company and for this purpose, a pre-addressed envelope is attached herewith.

The Board recommends the Resolution for approval of the shareholders as a Special Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

By Order of the Board
For **Bharat Nidhi Limited**
Sd/-
Amita Gola
(Company Secretary)
M.No. FCS 5318

Place: New Delhi
Date: February 12, 2019

Address: First Floor, Express building
9-10, Bahadurshah Zafar Marg, New Delhi-110002

BHARAT NIDHI LIMITED

CIN No. L74899DL1942PLC000644

Regd. Office: First Floor, Express Building, 9-10, Bahadur Shah Zafar Marg, New Delhi-110 002
Phone No. 011- 43562982, Website : www.bharatnidhi.com E-Mail ID:- bharatnidhi1@gmail.com

POSTAL BALLOT FORM

[To be returned to the Scrutinizer appointed by the Company]

- 1 Name and Address of the Shareholder(s) of the first named Shareholder (in Block Letters) :
- 2 Name(s) of Joint holder(s), if any (in Block Letters) :
- 3 Registered Folio No* (*Applicable to Shareholders holding shares in Physical form) :
- 4 DP ID No. & Client ID No.** (**Applicable to shareholders holding shares in Dematerialized form) :
- 5 Number of shares held :
- 6 I / We hereby exercise my/our vote in respect of the **Special Resolution** to be passed through postal ballot for the special business stated in the Notice dated February 12, 2019 of the Company by sending my/our assent (FOR) or dissent (AGAINST) to the said Special Resolution by placing a tick mark (✓) in the appropriate box below.

Description	No. of Shares	I/We assent to the Resolution (For)	I/ We dissent to the Resolution (Against)
Special Resolution for Amendment of the Object Clause of the Memorandum of Association of the Company			

Place:

Date:

(Signature of the Member)

E-mail : _____ # Tel./Mobile No. _____

Optional

The Company is pleased to offer all its Members, e-Voting facility as an alternative mode for casting their votes electronically, instead of sending the postal ballot forms to the Scrutinizer. However, e-Voting is optional.

ELECTRONIC VOTING PARTICULARS

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the agency to provide e-voting facilities. The e-voting instructions are provided in the Postal Ballot Notice of the Company.

As per the above said instructions, the sequence number required to exercise the e-voting right is as under:

Sequence Number (Refer step No. (iii) of e-Voting instructions contained in the Notice) EVSN - 190403002	
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Facility to exercise vote(s) by means of Postal Ballot, including e-voting, will be available during the following period:

Commencement of voting	End of voting
Tuesday, April 16, 2019 (9.00 a.m. IST)	Wednesday, May 15, 2019 (5.00 p.m. IST)

Note: Please read the instructions printed overleaf carefully before exercising the vote.

INSTRUCTIONS

1. A Member entitled to vote and desirous of exercising his/her/its vote by Postal Ballot may complete this Postal Ballot Form ("Form") and send it to the Scrutinizer in the attached self-addressed pre-paid envelope. Inland Postage will be borne and paid by the Company. However, any envelope containing postal ballot if deposited in person or sent by courier at the expenses of the Member will also be accepted.
2. A member may convey his/her/its dissent in the postal ballot form. The consent of the Member must be accorded by recording the assent in the column "FOR" and dissent in the column "AGAINST" by placing a tick mark (✓) in the appropriate column. Assent or dissent received in any other form or manner will not be considered valid.
3. This Form must be completed and signed by the Member. In case of Joint-holding, this Form must be completed and signed (as per the specimen signature registered with the Company/Depository Participant) by the first named Member and in his absence, by the next named Member. Unsigned, incomplete, improperly or incorrectly ticked Postal Ballot Forms shall be rejected.
4. The Postal ballot vote shall not be exercised by a proxy.
5. Where an authorized representative of a body corporate has signed the Postal Ballot Form, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form.
6. In case of shares held by companies, trust, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of board resolution / authority. A member may sign the Postal Ballot Form through an attorney appointed specifically for this purpose, in which case an attested true copy of the power of attorney should be attached to the Postal Ballot Form.
7. Members are requested to communicate their assent or dissent in writing in the Postal Ballot Form sent herewith in accordance with these instructions in the attached self-addressed postage paid envelope, so as to reach the Scrutinizer M/s Mohit Bansal & Associates, Company Secretaries (Membership No. ACS 46112, CP No. 16860), and Company at their office situated at 73, GF, Amberhai Extension.-1, Dwarka, Sector-19, New Delhi- 110075 on or before 5.00 PM of Wednesday, May 15, 2019. All Postal Ballot Forms received after this date will be treated as if reply from such member has not been received.
8. Members are requested not to send extraneous paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would not be taken cognizance of and shall be destroyed by the Scrutinizer.
9. There will be one Postal Ballot Form for every Registered Folio / Client ID, irrespective of the number of joint holders.
10. A member neither needs to use all his/her/its votes nor cast his/her/its votes in the same way.
11. A member may request for a duplicate Postal Ballot Form, if so required by sending an email to bharatnidhi1@gmail.com . However, the duly filled in and signed duplicate Postal Ballot Form should reach the Scrutinizer not later than the time and date specified above.
12. Voting rights of Members shall be in proportion to their share of the Paid-up Equity Share Capital of the Company as on Cut-off date i.e. March 31, 2019.
13. The Scrutinizer's decision on the validity of the Postal Ballot will be final.
14. Members are requested to fill in the Postal Ballot Form with indelible ink and not by any erasable writing mode.
15. The Company is pleased to offer e-voting facility as an alternate option, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated under Notes to the Postal Ballot Notice.
16. The Postal Ballot Form shall be considered invalid on any of the following grounds:
 - a) It has not been signed by or on behalf of the Member;
 - b) Signature on the form doesn't match the specimen signatures with the Company/Depository Participant;
 - c) It is not possible to determine without any doubt the assent or dissent of the member;
 - d) Neither assent nor dissent is mentioned;
 - e) Any competent authority has given directions in writing to the Company to freeze the voting rights of the member;
 - f) The envelope containing the Postal Ballot Form is received after the last date prescribed; i.e. Wednesday, May 15, 2019 (upto 5:00 P.M.);
 - g) The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - h) The Postal Ballot Form is torn, defaced or mutilated in such a manner that the signature of the member could not be verified or it is difficult for the scrutinizer to identify the member or the number of votes cast or to ascertain whether the votes are for 'Assent' or 'Dissent', or one or more of these grounds;
 - i) The member has made any amendment to the Resolution or imposed any condition while exercising his/ her vote.
 - j) A form other than one issued by the Company has been used.
17. Any query in relation to the proposed resolution to be passed by the Postal Ballot may be addressed to Bharat Nidhi Limited, Ms. Amita Gola – Company Secretary, Address-First Floor, Express Building, 9-10, Bahadur Shah Zafar Marg, New Delhi-110002, Phone: 011-43562982, Email: bharatnidhi1@gmail.com